

ALLSTATE CORP  
Form 8-K  
May 20, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO**  
**SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **May 18, 2010**

**THE ALLSTATE CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-11840**  
(Commission File Number)

**36-3871531**  
(IRS Employer Identification No.)

**2775 Sanders Road, Northbrook, Illinois**  
(Address of Principal Executive Offices)

**60062**  
(Zip Code)

Registrant's telephone number, including area code: **(847) 402-5000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 - Corporate Governance and Management**

**Item 5.07. Submission of Matters to a Vote of Security Holders**

(a) The annual meeting of stockholders of The Allstate Corporation ( Allstate ) was held on May 18, 2010.

(b)

**Item 1. Election of Directors.**

Eleven board nominees for director were elected by a majority of the votes cast for terms expiring at the 2011 annual meeting of stockholders. The voting results are as follows:

| Nominee            | For         | Against    | Abstain   | Broker non-votes |
|--------------------|-------------|------------|-----------|------------------|
| F. Duane Ackerman  | 374,616,286 | 20,836,300 | 1,406,246 | 57,499,580       |
| Robert D. Beyer    | 377,703,431 | 17,722,505 | 1,432,896 | 57,499,580       |
| W. James Farrell   | 345,883,191 | 49,577,268 | 1,398,373 | 57,499,580       |
| Jack M. Greenberg  | 368,305,209 | 27,094,806 | 1,458,817 | 57,499,580       |
| Ronald T. LeMay    | 374,067,434 | 21,318,735 | 1,472,663 | 57,499,580       |
| Andrea Redmond     | 387,272,170 | 8,180,592  | 1,406,070 | 57,499,580       |
| H. John Riley, Jr. | 345,680,108 | 49,748,463 | 1,430,261 | 57,499,580       |
| Joshua I. Smith    | 346,871,710 | 48,545,452 | 1,441,670 | 57,499,580       |
| Judith A. Sprieser | 340,424,541 | 54,998,286 | 1,436,005 | 57,499,580       |
| Mary Alice Taylor  | 377,418,283 | 18,059,587 | 1,380,962 | 57,499,580       |
| Thomas J. Wilson   | 372,735,070 | 22,742,774 | 1,380,988 | 57,499,580       |

**Item 2. Ratification of appointment of independent registered public accountant.**

The stockholders ratified the appointment of Deloitte & Touche LLP as Allstate's independent registered public accountant for 2010. The voting results are as follows:

| For         | Against   | Abstain   |
|-------------|-----------|-----------|
| 444,984,475 | 8,204,502 | 1,169,435 |

**Item 3. Stockholder proposal seeking the right to call special shareholder meetings.**

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The proposal received the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 219,084,009 | 175,249,837    | 2,524,986      | 57,499,580              |

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**Item 4.** Stockholder proposal seeking the right of stockholders to act by written consent.

The proposal received the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 265,182,907 | 127,594,161    | 4,081,764      | 57,499,580              |

**Item 5.** Stockholder proposal seeking an advisory resolution to ratify compensation of the named executive officers.

The proposal received the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 228,318,666 | 159,310,604    | 9,229,562      | 57,499,580              |

**Item 6.** Stockholder proposal seeking a review and report on executive compensation.

The proposal did not receive the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|------------|----------------|----------------|-------------------------|
| 30,673,772 | 340,143,996    | 26,041,064     | 57,499,580              |

**Item 7.** Stockholder proposal seeking a report on political contributions and payments to trade associations and other tax exempt organizations.

The proposal did not receive the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 132,510,653 | 200,928,963    | 63,419,216     | 57,499,580              |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE ALLSTATE CORPORATION**

Date: May 20, 2010

By: /s/ Jennifer M. Hager  
Name: Jennifer M. Hager  
Title: Assistant Vice President,  
Assistant General Counsel,  
and Assistant Secretary